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RECORDATION NO. 16168-PPPP FILED 1995

AUG 23 1995 - 11 45 AM

INTERSTATE COMMERCE COMMISSION

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OFFICE OF THE
SECRETARY
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LICENSING BRANCH

August 23, 1995

Mr. Vernon Williams
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Interstate Commerce Commission, Recordations Unit, is a Partial Termination of Security Agreement dated as of August 9, 1995, involving First National Bank of Boston and Helm Financial Corporation.

This agreement releases the following railroad equipment from the Security Agreement dated January 17, 1989, Recordation #16168:

1, GP-8 Locomotive
IAIS 479

Please record this agreement as a secondary document to ICC Recordation #16168. The filing fee of \$21 is enclosed.

Thank you for your assistance.

Sincerely,

Mary A Oster

Mary Ann Oster
Research Consultant

Enclosures

Mary A Oster



Interstate Commerce Commission
Washington, D.C. 20423-0001

Office Of The Secretary

AUGUST 23, 1995

MARYANN OSTER
RESEARCH CONSULTANT
OSTER RESEARCHING SERVICES
12897 COLONIAL DRIVE
MT. AIRY MD 21771

Dear MS. OSTER :

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/23/95 at 9:45AM , and assigned recordation number(s). 16168-PPPP , 16168-QQQQ .

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

AUG 23 1995 - 11 45 AM

INTERSTATE COMMERCE COMMISSION

**PARTIAL TERMINATION OF
SECURITY AGREEMENT**

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Termination") is made as of August 9, 1995 by **THE FIRST NATIONAL BANK OF BOSTON**, a national banking association (the "**Agent**"), as agent for itself and for Continental Bank, N.A. and Union Bank (collectively, the "**Banks**") under a Credit Agreement dated as of January 15, 1992, as amended from time to time, for the benefit of **HELM FINANCIAL CORPORATION**, a California corporation ("**Helm**").

1. **Recitals.** Helm owns the one (1) GP8 locomotive bearing Association of American Railroad Designation Numbers IAIS 479 (the "**Unit**"). Helm has granted a blanket security interest in all of its assets now owned or hereafter acquired (the "**Collateral**"), to the Agent, for the benefit of the Banks, upon the terms and conditions provided in that certain Security Agreement, dated as of January 17, 1989, between Helm and the Agent (the "**Security Agreement**") and filed at the Interstate Commerce Commission ("**ICC**") under Recordation No. 16168 filed on January 18, 1989 at 10:55 a.m.

Helm has sold or is planning to sell the Unit to a third party as permitted by the Security Agreement and desires to do so free and clear of any lien or security interest of the Agent. Pursuant to the terms of the Security Agreement, the Agent, on behalf of the Banks, and Helm desire to terminate the Agent's security interest in the Unit.

2. **Termination of Security Interest.** The Banks' security interest in the Unit shall be and is hereby terminated upon the filing of this Termination with the ICC and all of the Agent's right, title and interest in and to the Unit shall and has become null and void.

This Release shall have no effect on the Bank security interest in and lien on any Collateral other than the Unit and said security interest in and lien on such other Collateral is hereby reaffirmed.

IN WITNESS THEREOF, the Agent, pursuant to due authority, has executed this Termination as of the date indicated below its signature.

**THE FIRST NATIONAL BANK OF BOSTON,
as Agent**

By: Lawrence Wilford
Title: Division Executive
Date: 8/18/95

COMMONWEALTH OF MASSACHUSETTS)
) §
COUNTY OF SUFFOLK)

On this 18 day of August, 1995, before me, personally appeared Tan Whitfield, to me personally know, who being by me duly sworn, says that he is a Division Executive of **THE FIRST NATIONAL BANK OF BOSTON**, that said instrument was signed on behalf of said association by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Lori B. Langer
Notary Public

My Commission Expires:

LORI B. LANGER
Notary Public
My Commission Expires Feb. 24, 2000